

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.

Account Number : 076150002103

Phone : (305) 358-5900

Fax Number : (305) 358-4842

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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

GBB, LTD.

Name	3/15/99
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March 15, 1999

Secretary of State
Division of Corporations
Electronic Filing Section

VIA TELEFAX
850-922-4001

Re: GBB, LTD.
Fax Audit # H98000013743

Dear Sir/Madam:

Attached for electronic filing with the Secretary of State is Certificate of Limited Partnership for GBB, Ltd. (the "Partnership").

The purpose of this letter is to advise that GBB, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed on March 12, 1999 and assigned article number P99000023161. Therefore, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as GBB, Inc. and the Partnership are related entities.

Should you have any questions, please do not hesitate to call.

Sincerely,

Gerald J. Biondo

GJB:afd
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THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GBB, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is GBB, LTD.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.
4. The name and principal place of business of the General Partner is as follows:

General Partner:

GBB, INC.
c/o Christopher DeGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

999000022161

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2051, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Christopher DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned, being duly sworn, have
certified, sworn to and agreed to the foregoing this 11th day of
March, 1999.

GENERAL PARTNER:

GBB, INC., a Florida
corporation

By: Christopher DelGuidice

Christopher DelGuidice
President

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99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
11th day of March, 1999 by CHRISTOPHER DELGUIDICE as
President of GBB, INC., the general partner of GBB, LTD., on behalf
of the partnership. He is personally known to me or has produced
as identification.

Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No.: _____

My Commission expires:



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Fax Audit # H99000006086 5

CERTIFICATE OF REGISTERED AGENT
OF
GBB, LTD.

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act: -

That GBB, LTD., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Maitland, County of Orange, State of Florida, has named Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 11th day of March, 1999.


Christopher DelGuidice

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TALLAHASSEE, FLORIDA

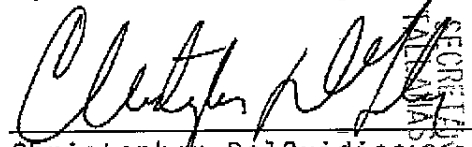
AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER DELGUIDICE who being duly sworn deposes and states as follows:

1. That he is the President of GBB, INC., the sole general partner in the partnership known as GBB, LTD.

2. That the amount of capital contributions contributed by the limited partners is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.

3. Further Affiant sayeth naught.



Christopher DelGuidice
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 11th day of March, 1999 by CHRISTOPHER DELGUIDICE who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No.: _____

My Commission expires:

